

Date : 22-05-2026

To,  
Department of Corporate Service  
BSE Limited,  
P. J. Tower, Dalal Street, Mumbai – 400 001.

Dear sir,

**SECURITY CODE: 530035**

**Sub: Annual Secretarial Compliance Report**

Dear Sir/ Madam,

Please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended **31 March 2026**, pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,  
For SANTOSH FINE FAB LTD.

**Radha Sushil Kumar Sharma**  
Company Secretary & Compliance Officer  
M NO . A46047

LALITA LATH  
Practicing Company Secretary  
B. Com; ACS

D-103, Om Elegance Bldng No 3,  
Chincholi Bunder Road, Malad (W)  
Mumbai 400064.  
Mobile: 9324452370  
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Secretarial Compliance Report of SANTOSH FINEFAB LIMITED for the financial year ended 31<sup>st</sup> March,  
2026

(Pursuant to Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 2015)

To,

The Members,

SANTOSH FINEFAB LIMITED

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by SANTOSH FINEFAB LIMITED ("the listed entity"), having its Registered Office at 112 MITTAL ESTATE BLDG NO 6 ANDHERI (EAST), MUMBAI 400059. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2026, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, LALITA VIJAY LATH have examined:

- (a) all the documents and records made available to us and explanation provided by **SANTOSH FINEFAB LIMITED**,
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 2025-26 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;



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- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable during the period under review**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **Not applicable during the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not applicable during the period under review**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable during the period under review**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



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(a) (\*\*) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Com-pliance Requirement (Regulations/ circulars/ guide- lines including specific clause)   | Regu-lation/ Circular No. | Deviations  | Ac-tion Taken by | Type of Action   | Details of Violation                                      | Fine Amount | Obser-vations/ Remarks of the Practicing Company Secretary  | Man-age-ment Re-sponse  | Re-marks |
|---------|--|---------------------------|---|------------------|--|---|-------------|---|---|----------|
|         |  |                           |   |                  | Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc. |   |             |   |   |          |
| 1.      | Regulation 31(4) of the SEBI (SAST) Regulations, 2011 mandates that promoters of listed companies annually declare that neither they nor Persons Acting in Concert (PAC) have created any encumbrances (such as pledges or liens) on their shares during the financial year. | Regulation 31(4)          | Late submission of Declaration under the said Regulation. | BSE              | Clarification  | Late submission of Declaration under the said Regulation. | NA          | Mr. Santosh Tulsiyan, Managing Director of the Company could not sign the declaration due to medical emergencies. Late submission of the declaration was not intentional. | Mr. Santosh Tulsiyan, Managing Director of the Company could not sign the declaration due to medical emergencies. Late submission of the declaration was not intentional. |          |



|    |  |                  |  |     |               |  |    |   |   |
|----|--|------------------|--|-----|---------------|--|----|---|---|
| 2. | Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that 100% of the shareholding of promoters and the promoter group must be held in dematerialized (demat) form. | Regulation 31(2) | As per the Shareholding pattern filed by the Company for the quarter ended 30th June, 2025 the promoter's shareholding is in physical form.  | BSE | Clarification | As per the Shareholding pattern filed by the Company for the quarter ended 30th June, 2025 the promoter's shareholding is in physical form.  | NA | The Company clarified that due to some practical difficulties in opening the demat account, the shares are held in physical form. Hence the formalities are being completed and the account opening is under process. All efforts are being made to comply with the same at the earliest. | The Company clarified that due to some practical difficulties in opening the demat account, the shares are held in physical form. Hence the formalities are being completed and the account opening is under process. All efforts are being made to comply with the same at the earliest. |
| 3. | Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that 100% of the shareholding of promoters and the promoter group must be held in dematerialized (demat) form. | Regulation 31(2) | As per Shareholding pattern filed by the Company for the quarter ended 30th September, 2025 the promoter's shareholding is in physical form. | BSE | Clarification | As per Shareholding pattern filed by the Company for the quarter ended 30th September, 2025 the promoter's shareholding is in physical form. | NA | The Company clarified that due to some practical difficulties in opening the demat account, the shares are held in physical form. Hence the formalities are being completed and the account opening is under process. All efforts are being made to comply with the same at the earliest. | The Company clarified that due to some practical difficulties in opening the demat account, the shares are held in physical form. Hence the formalities are being completed and the account opening is under process. All efforts are being made to comply with the same at the earliest. |



|    |   |                  |   |     |               |   |    |   |   |
|----|---|------------------|---|-----|---------------|---|----|---|---|
| 4. | Regulation 33 of the SEBI (LODR) Regulations, 2015 mandates companies to submit their quarterly and year-to-date financial results to the stock exchanges to ensure market transparency and investor protection. Further quarterly Standalone Financial results are to be submitted in XBRL mode also | Regulation 33/52 | Half yearly Standalone Financial Results submitted instead of Quarter Financial Results in XBRL mode  | BSE | Clarification | Half yearly Standalone Financial Results submitted instead of Quarter Financial Results in XBRL mode  | NA | The Company submitted Standalone Financial Results for Quarter ended September, 2025 in XBRL mode on 1 <sup>st</sup> December, 2025.  | The Company submitted Standalone Financial Results for Quarter ended September, 2025 in XBRL mode on 1 <sup>st</sup> December, 2025.  |
| 5. | Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that 100% of the shareholding of promoters and the promoter group must be held in dematerialized (demat) form.  | Regulation 31(2) | As per Shareholding pattern filed by the Company for the quarter ended 31st December, 2025 the promoter's shareholding is in physical form. | BSE | Clarification | As per Shareholding pattern filed by the Company for the quarter ended 31st December, 2025 the promoter's shareholding is in physical form. | NA | The Company clarified that due to some practical difficulties in opening the demat account, the shares are held in physical form. Hence the formalities are being completed and the account opening is under process. All efforts are being made to comply with the same at the earliest. | The Company clarified that due to some practical difficulties in opening the demat account, the shares are held in physical form. Hence the formalities are being completed and the account opening is under process. All efforts are being made to comply with the same at the earliest. |



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(b) The listed entity has taken the following actions to comply with the observations made in previous reports: NA

| Sr. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|---------|---|-------------------------|------------|-----------------|----------------|----------------------|-------------|--|---------------------|---------|
|         |   |                         |            |                 |                |                      |             |  |                     |         |

I hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| Sr. No. | Particulars   | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|---|-------------------------------|-------------------------------|
| 1.      | <p><b>Secretarial Standards:</b></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p> | Yes                           | NONE                          |



|    |   |     |  |
|----|---|-----|--|
| 2. | <b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"> <li>● All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>● All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/circulars/guidelines issued by SEBI</li> </ul>   | Yes | NONE                                     |
| 3. | <b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"> <li>● The Listed entity is maintaining a functional website</li> <li>● Timely dissemination of the documents/ information under as a separate section on the website</li> <li>● Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website</li> </ul> | Yes | NONE                                     |
| 4. | <b>Disqualification of Director:</b><br>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.   | Yes | NONE                                     |
| 5. | <b>Details related to Subsidiaries of listed entities have been examined w.r.t:</b> <ul style="list-style-type: none"> <li>(a) Identification of material subsidiary companies</li> <li>(b) Disclosure requirement of material as well as other subsidiaries</li> </ul>   | NA  | The Company does not have any Subsidiary |
| 6. | <b>Preservation of Documents:</b><br>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.  | Yes | NONE                                     |



|     |   |                            |                                       |
|-----|---|----------------------------|---------------------------------------|
| 7.  | <b>Performance Evaluation:</b><br><br>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.   | Yes                        | NONE                                  |
| 8.  | <b>Related Party Transactions:</b><br><br>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or<br><br>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.   | Yes                        | NONE                                  |
| 9.  | <b>Disclosure of events or information:</b><br><br>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.   | Yes                        | NONE                                  |
| 10. | <b>Prohibition of Insider Trading:</b><br><br>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.   | Yes                        | NONE                                  |
| 11. | <b>Actions taken by SEBI or Stock Exchange(s), if any:</b><br><br>No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**). | Yes                        | NONE                                  |
| 12. | <b>Additional Non-compliances, if any:</b><br><br>No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.   | Yes<br>(as detailed below) | The non compliance has been made good |



Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019:

| Sr. No. | Particulars  | Compliance Status (Yes/No/NA) | Observations /Remarks by PCS* |
|---------|--|-------------------------------|-------------------------------|
| 1.      | <b>Compliances with the following conditions while appointing/re-appointing an auditor</b>   |                               |                               |
|         | <p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p> | NA                            | There was no such requirement |
| 2.      | <b>Other conditions relating to resignation of statutory auditor</b>   |                               |                               |
|         | <p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>  | NA                            | There was no such requirement |



|  |           |                                      |
|--|-----------|--------------------------------------|
| <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p> | <p>NA</p> | <p>There was no such requirement</p> |
| <p>3. The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019.</p>   | <p>NA</p> | <p>There was no such requirement</p> |



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Assumptions & Limitation scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Book of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI ( Listing Obligations and Disclosure Requirements ) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the managements has conducted the affairs of the listed entity.

*Lalitalath*

Signature:  
(LALITA LATH)  
ACS: 16854; CP No: 5310  
Date: 07/05/2026  
UDIN: A016854H000297607  
PR No: 2567/2022

